

KLEINBERG, KAPLAN, WOLFF &

COHEN, P.C.

Matthew J. Gold

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New York, New York 10110

Tel: (212) 986-6000

Counsel to the State of Washington

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

	x
In re:	:
PURDUE PHARMA L.P., et al.,	:
Debtors.	:
	:
	:
	x

**THIRTEENTH MONTHLY FEE STATEMENT OF
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C. AS COUNSEL TO
THE STATE OF WASHINGTON FOR COMPENSATION FOR
SERVICES AND REIMBURSEMENT OF EXPENSES INCURRED
FOR THE PERIOD OF FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023**

Name of Applicant:	Kleinberg, Kaplan, Wolff & Cohen, P.C.
Provided Professional Services to:	The State of Washington
Date of Order Approving Debtors' Payment of Fees and Expenses of Applicant:	March 10, 2022 [Docket No. 4503]
Period for which compensation and reimbursement are sought:	February 1, 2023 through February 28, 2023
Amount of Compensation sought as actual, reasonable, and necessary:	\$80,303.00
Current Fee Request	\$64,242.40 (80% of \$80,303.00)
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$0.00
Amount of Compensation and Expenses sought as allowed under the Interim Compensation Order	\$64,242.40
Total Fees and Expenses Inclusive of Holdback	\$80,303.00
This is a(n): <input checked="" type="checkbox"/> Monthly Application <input type="checkbox"/> Interim Application <input type="checkbox"/> Final Application	

Pursuant to the *Order Pursuant to 11 U.S.C. §§ 105 and 363(b) Authorizing and Approving Settlement Term Sheet* [Docket No. 4503] (the “Term Sheet Order”), and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, dated November 21, 2019 [Docket No. 529] (the “Interim Compensation Order”), Kleinberg, Kaplan, Wolff & Cohen, P.C. (“Kleinberg Kaplan”), counsel to the State of Washington in the above-captioned case, and in a related adversary proceeding and appeals, hereby submits this Thirteenth Monthly Fee Statement (the “Fee Statement”) for the period of February 1, 2023 through and including February 28, 2023 (the “Statement Period”).

Itemization of Services Rendered and Disbursements Incurred

Annexed hereto as **Exhibit A** is a chart of the aggregate number of hours expended and fees incurred by professionals and paraprofessionals during the Statement Period, with respect to each of the billing categories. As reflected in Exhibit A, Kleinberg Kaplan incurred \$80,303.00 in fees during the Statement Period. Pursuant to this Fee Statement, Kleinberg Kaplan seeks reimbursement for 80% of such fees, totaling \$64,242.40.

Annexed hereto as **Exhibit B** is a chart of Kleinberg Kaplan's professionals and paraprofessionals, including standard hourly rate for each attorney and paraprofessional who rendered services to the State of Washington and others listed above in connection with these Chapter 11 cases during the Statement Period and the title, hourly rate, aggregate hours worked and the amount of fees earned by each professional. A copy of the computer-generated time entries of Kleinberg Kaplan reflecting all time recorded, organized in the billing categories requested by the State of Washington is attached hereto as **Exhibit D**.

Attached hereto as **Exhibit C** is a chart of necessary and out-of-pocket expenses incurred by Kleinberg Kaplan in the amount of \$0.00 in connection with providing professional services prior to and during the Statement Period.

Notice

Kleinberg Kaplan will provide notice of the Fee Statement in accordance with the Interim Compensation Order.

Pursuant to the Interim Compensation Order, any party objecting to the payment of interim compensation and reimbursement of expenses as requested shall, within 14 days of service of the Fee Statement, serve via email, to Kleinberg Kaplan and to the notice parties designated in the Interim Compensation Order, a written notice setting forth the precise nature of the objection and the amount at issue.

If an objection is timely served pursuant to the Interim Compensation Order, the Debtors shall be authorized and directed to pay Kleinberg Kaplan an amount equal to 80% of the fees and 100% of the expenses that are not subject to an objection. Any objection must set forth the precise nature of the objection and the amount at issue; it shall not be sufficient to simply object to all fees and expenses.

Dated: March 30, 2023

Respectfully submitted,

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

By: /s/ Matthew J. Gold
Matthew J. Gold
Robert M. Tuchman

500 Fifth Avenue
New York, New York 10110
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Attorneys for the State of Washington

EXHIBIT A
SERVICES RENDERED BY
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.
COMMENCING FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023

Summary of Fees Task Code

Billing Category	Total Hours	Total Fees
001 Purdue Pharma	47.6	\$59,549.50
005 Fee Applications	31.4	\$20,753.50
Total		\$80,303.00
20% Fee Holdback		\$16,060.60
80% of Fees		\$64,242.40
Plus Expenses		\$0.00
Requested Amount		\$64,242.40

EXHIBIT B
SERVICES RENDERED BY
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.
COMMENCING FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023

Summary of Hours and Fees by Professional

Name of Professional	Position/Year Admitted to Practice/Department	Hourly Billing Rate	Total Hours Billed	Total Compensation
Matthew J. Gold	Partner 1983 Bankruptcy	\$1,250	48.9	\$61,125.00
Robert L. Berman	Partner 1978 Securities and Corporate Finance	\$1,280	12.1	\$15,488.00
Ellie Taylor	Paralegal Litigation & Risk Management	\$205	18	\$3,690.00
Total Fees Requested				\$80,303.00

EXHIBIT C

ACTUAL AND NECESSARY COSTS INCURRED BY

KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.

COMMENCING FEBRUARY 1, 2023 THROUGH FEBRUARY 28, 2023

None.

EXHIBIT D

Time Entries for Each Professional by Task Code (Invoices)

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Client: State of Washington
Matter: Purdue Pharma

For professional services rendered through February 28, 2023

Invoice Date: March 15, 2023
Invoice Number: 118118
Matter Number: 7263-0001

Fees	59,549.50
Total Amount Due	\$59,549.50

Please Remit to:	Mail To: <i>Kleinberg, Kaplan, Wolff & Cohen, P.C.</i> <i>500 Fifth Avenue</i> <i>New York, N.Y. 10110</i>	Wire Instructions: <i>Citibank N.A.</i> <i>ABA Number: 021000089</i> <i>Swift Code: CITIUS33 (International)</i> <i>Account # 9987286692</i> (Please Reference Invoice Number)
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Client: State of Washington

Matter: Purdue Pharma

Invoice Date:

March 15, 2023

Invoice Number:

118118

Matter Number:

7263-0001

Time Detail

Date	Name	Description	Hours	Rate	Amount
02/01/2023	Matthew J. Gold	Revising outline regarding Intercreditor Agreement	2.10	1,250.00	2,625.00
02/02/2023	Matthew J. Gold	Preparing draft email regarding Intercreditor Agreement; revising outline regarding same	2.70	1,250.00	3,375.00
02/03/2023	Matthew J. Gold	Revising draft email regarding Intercreditor Agreement; circulating same; revising outline regarding same	2.60	1,250.00	3,250.00
02/03/2023	Robert Berman	Reviewing draft response to Davis Polk	0.40	1,280.00	512.00
02/06/2023	Matthew J. Gold	Exchanging emails regarding draft email regarding Intercreditor Agreement	0.20	1,250.00	250.00
02/06/2023	Robert Berman	Reviewing and commenting on email to J. Weiner regarding open issues; conferring regarding same;	1.00	1,280.00	1,280.00
02/07/2023	Matthew J. Gold	Preparing email to I. Goldman regarding draft email regarding Intercreditor Agreement	0.80	1,250.00	1,000.00
02/07/2023	Robert Berman	Reviewing emails regarding draft email to J. Weiner at Davis Polk; conferring regarding same and next steps	0.60	1,280.00	768.00
02/08/2023	Matthew J. Gold	Exchanging emails with I. Goldman, B. Eskandari and T. Lundgren regarding draft email regarding Intercreditor Agreement; revising outline regarding same	0.80	1,250.00	1,000.00
02/08/2023	Robert Berman	Reviewing emails regarding comments on draft email to Davis Polk; conferring regarding same	0.90	1,280.00	1,152.00
02/10/2023	Matthew J. Gold	Exchanging emails with states regarding draft email regarding Intercreditor Agreement; revising outline regarding same	1.10	1,250.00	1,375.00
02/10/2023	Robert Berman	Reviewing emails regarding next steps and conferring regarding same	1.40	1,280.00	1,792.00
02/13/2023	Matthew J. Gold	Revising draft email regarding Intercreditor Agreement; revising outline regarding same	0.60	1,250.00	750.00

Client: State of Washington

Matter: Purdue Pharma

Invoice Date:

March 15, 2023

Invoice Number:

118118

Matter Number:

7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/13/2023	Robert Berman	Conferring regarding responses from States to draft email to Davis Polk and next steps	0.50	1,280.00	640.00
02/14/2023	Matthew J. Gold	Exchanging emails with I. Goldman regarding draft email regarding Intercreditor Agreement	0.20	1,250.00	250.00
02/14/2023	Robert Berman	Reviewing material regarding SOAF issues	0.90	1,280.00	1,152.00
02/15/2023	Matthew J. Gold	Conferring with I. Goldman regarding discussions with Purdue; finalizing email to Purdue regarding Intercreditor Agreement; conferring regarding same	0.80	1,250.00	1,000.00
02/15/2023	Robert Berman	Conferring regarding status of sending email to Davis Polk; reviewing emails from Davis Polk and I. Goldman and conferring regarding same	1.20	1,280.00	1,536.00
02/16/2023	Matthew J. Gold	Exchanging emails with I. Goldman regarding discussions with Purdue and Intercreditor Agreement; conferring regarding same; revising outline regarding same	4.80	1,250.00	6,000.00
02/17/2023	Matthew J. Gold	Conferring with I. Goldman and J. Rupert regarding discussions with Purdue and Intercreditor Agreement; conferring regarding same; revising outline regarding same	5.30	1,250.00	6,625.00
02/17/2023	Robert Berman	Reviewing emails regarding next steps and conferring	1.50	1,280.00	1,920.00
02/18/2023	Robert Berman	Reviewing emails regarding scheduling a meeting of the working group	0.10	1,280.00	128.00
02/21/2023	Matthew J. Gold	Conferring with I. Goldman and J. Rupert regarding discussions with Purdue and Intercreditor Agreement; conferring regarding same; revising outline regarding same	4.40	1,250.00	5,500.00

Client: State of Washington

Invoice Date: March 15, 2023

Matter: Purdue Pharma

Invoice Number: 118118

Matter Number: 7263-0001

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/22/2023	Matthew J. Gold	Preparing for conference call; conferring with I. Goldman, T. Lundgren and B. Eskandari regarding discussions with Purdue and Intercreditor Agreement; conferring regarding same; revising outline regarding same; reviewing Supreme Court decision	4.20	1,250.00	5,250.00
02/22/2023	Robert Berman	Conference call with working group regarding response to Davis Polk and next steps; conferring regarding same	1.20	1,280.00	1,536.00
02/23/2023	Matthew J. Gold	Conferring with E. Vonnegut regarding negotiations; conferring with I. Goldman, T. Lundgren and B. Eskandari regarding same; conferring regarding same; revising outline regarding same; exchanging emails with J. Rupert regarding same	3.20	1,250.00	4,000.00
02/23/2023	Robert Berman	working group call regarding Davis Polk and next steps	1.20	1,280.00	1,536.00
02/24/2023	Matthew J. Gold	Conferring with J. Rupert regarding conversation with E. Vonnegut regarding negotiations; revising outline regarding same	1.40	1,250.00	1,750.00
02/24/2023	Robert Berman	Reviewing email from B. Eskandari regarding California concerns	1.20	1,280.00	1,536.00
02/24/2023	Ellie Taylor	Reviewing appeal form and setting up docket tracking	0.30	205.00	61.50
Total			47.60		\$59,549.50

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	0.30	205.00	61.50
Matthew J. Gold	35.20	1,250.00	44,000.00
Robert Berman	12.10	1,280.00	15,488.00
Total	47.60		\$59,549.50

Kleinberg Kaplan Wolff & Cohen P.C.
500 Fifth Avenue
New York, NY 10110

State of Washington
SAAG Administrator
Email: SAAG@atg.wa.gov
cc: Washington State Attorney General's Office
Complex Litigation Division
800 Fifth Avenue, Suite 2000
Seattle, WA 98104

Invoice Date: March 15, 2023
Invoice Number: 118117
Matter Number: 7263-0005

Client: State of Washington
Matter: Fee applications

For professional services rendered through February 28, 2023

	Currency: USD
Fees	20,753.50
Total Due	\$20,753.50

Please Remit to:	Mail To: <i>Kleinberg, Kaplan, Wolff & Cohen, P.C.</i> <i>500 Fifth Avenue</i> <i>New York, N.Y. 10110</i>	Wire Instructions: <i>Citibank N.A.</i> <i>ABA Number: 021000089</i> <i>Swift Code: CITIUS33 (International)</i> <i>Account # 9987286692</i> (Please Reference Invoice Number)
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Client: State of Washington

Matter: Fee applications

Invoice Date:

March 15, 2023

Invoice Number:

118117

Matter Number:

7263-0005

Time Detail

Date	Name	Description	Hours	Rate	Amount
02/02/2023	Matthew J. Gold	Exchanging emails with D. Consla regarding reimbursement	0.20	1,250.00	250.00
02/03/2023	Ellie Taylor	Reviewing and circulating spreadsheet for Eleventh Monthly Fee Statement for fee examiner; updating internal records regarding communication with C. MacDonald	0.60	205.00	123.00
02/06/2023	Ellie Taylor	Preparing Third Interim Fee Statement	1.80	205.00	369.00
02/07/2023	Matthew J. Gold	Conferring and exchanging emails with H. Nguyen regarding payments to Washington; reviewing charts regarding same; exchanging emails regarding interim fee application	2.20	1,250.00	2,750.00
02/07/2023	Ellie Taylor	Updating internal records to reflect all timekeepers' hours and fees for each FS; drafting Interim Fee Statement	5.50	205.00	1,127.50
02/08/2023	Matthew J. Gold	Conferring regarding payments to Washington; reviewing charts regarding same; commencing review of draft interim fee application	3.60	1,250.00	4,500.00
02/08/2023	Ellie Taylor	Conferring regarding fee statement tracker (.5); completing requested edits (1)	1.50	205.00	307.50
02/09/2023	Matthew J. Gold	Continuing review of draft interim fee application; preparing markup of same; conferring regarding same	1.80	1,250.00	2,250.00
02/09/2023	Ellie Taylor	Editing Third Interim Fee Statement	1.50	205.00	307.50
02/10/2023	Ellie Taylor	Completing edits on Third Interim Fee Statement	1.30	205.00	266.50
02/10/2023	Matthew J. Gold	Continuing review of draft interim fee application; revising same; conferring regarding same; preparing email to J. Rupert regarding same	1.30	1,250.00	1,625.00

Client: State of Washington

Matter: Fee applications

Invoice Date:

March 15, 2023

Invoice Number:

118117

Matter Number:

7263-0005

<u>Date</u>	<u>Name</u>	<u>Description</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
02/13/2023	Matthew J. Gold	Exchanging emails and conferring regarding Interim Fee Application; reviewing J. Rupert email regarding same	0.70	1,250.00	875.00
02/13/2023	Ellie Taylor	Finalizing, filing, and serving Third Interim Fee Application of KKWC	0.50	205.00	102.50
02/15/2023	Matthew J. Gold	Conferring regarding Interim Fee application and hearing schedule	0.30	1,250.00	375.00
02/15/2023	Ellie Taylor	Preparing, editing, and filing certificate regarding service of Third Interim Fee Application	0.50	205.00	102.50
02/16/2023	Matthew J. Gold	Reviewing time records and conferring regarding information for monthly statement	0.80	1,250.00	1,000.00
02/17/2023	Matthew J. Gold	Reviewing information for monthly statement; exchanging emails regarding objection deadline; preparing email to C. MacDonald regarding objection deadline	0.80	1,250.00	1,000.00
02/17/2023	Ellie Taylor	Reviewing objection deadline and drafting email language regarding the same	0.30	205.00	61.50
02/23/2023	Ellie Taylor	Preparing Twelfth Monthly Fee Statement	1.90	205.00	389.50
02/24/2023	Matthew J. Gold	Reviewing draft monthly statement; exchanging emails regarding same	1.60	1,250.00	2,000.00
02/24/2023	Ellie Taylor	Editing monthly fee statement	1.20	205.00	246.00
02/28/2023	Matthew J. Gold	Exchanging emails regarding monthly statement; reviewing filings	0.40	1,250.00	500.00
02/28/2023	Ellie Taylor	Filing and serving Twelfth Monthly Fee Statement (.3); preparing and filing declaration regarding service of the same (.8)	1.10	205.00	225.50
Total			31.40		\$20,753.50

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ellie Taylor	17.70	205.00	3,628.50
Matthew J. Gold	13.70	1,250.00	17,125.00
Total	31.40		\$20,753.50